

**PRINCIPLES OF DISCLOSURE OF PRICE SENSITIVE
INFORMATION (PSI) AND
MATERIAL INFORMATION (MI)**

2023



Preamble

In accordance with Regulation 3(2) of the Bangladesh Securities and Exchange Commission (BSEC) (Prohibition of Insider Trading) Rules, 2022, Bank Asia Limited ("the Bank") needs to form a policy on the Principles of Disclosure of Material Information (MI) and Price Sensitive Information (PSI).

Objective

The objective of this policy is to identify Price Sensitive Information (PSI) and Material Information (MI) on the basis of specified criteria as outlined in the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022, and accordingly allow the bank to disclose PSI and MI and disseminate the information on its website to give regulators and investors equal access to information or disclosures that may affect their investment decision.

Scope

All material events/information and PSI pertaining to the Bank, as well as events/information pertaining to its subsidiary companies that are material for the Bank, shall be subject to and governed by the Principles on Disclosure of Material Information and Price Sensitive Information (the Policy).

Provisions Pertaining to Disclosures

- i. The Bank shall disclose the Material Information and Price Sensitive Information as per Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022 and listing rules & circular(s) issued by the Stock Exchange(s) and the BSEC time to time.
- ii. The Bank shall develop a digital database for storing all PSI and related information.
- iii. The Bank shall archive information of all beneficiaries as per the directions of the BSEC, and after which, the said information will be archived.
- iv. In case of any amendments to the disclosures already made by the Bank or those uploaded on its website, the Bank shall disclose/ upload the amended content, in terms of this Policy.
- v. The Bank shall provide specific and adequate reply to all queries raised by the BSEC and the Stock Exchange(s) with respect to any material events or information.

Disclosures on the website

The Bank shall disclose on its website all such events/information which has been disseminated to the BSEC and Stock Exchange(s) under this policy and such disclosures shall be hosted on the website of the Bank for a minimum period of three

years and thereafter as per the archival policy / process/ practice followed by the Bank.

Review of the policy

The Policy shall be reviewed in pursuance to any amendments to the Listing Regulations issued by Stock Exchange(s) and circular or any issuance of BSEC and other regulatory authorities.

List of Price Sensitive Information (PSI)

| SL. No. | Particulars |
|----------------|---|
| 1 | Information pertaining to the financial position, financial results, financial statements, and other related basic information. |
| 2 | Information related to dividend and corporate declarations. |
| 3 | Information related to the change of corporate structure (i.e. amalgamation, merger, de-merger, re-structuring, acquisition, winding up, transfer, and transformation, etc. |
| 4 | Information related to the change of capital structure. |
| 5 | Business expansion and change related information, etc. |
| 6 | Information related to the fund management, and structural change of the fund |
| 7 | Amalgamation or merger or acquiring substantial amount of shares of other company (ies) by the Bank. |
| 8 | Any decision/resolution related to the change of Capital Structure of the Bank including the offer of security as private offer or public offer or rights offer. |
| 9 | Buy back or redemption of securities of the Bank. |
| 10 | Decision/resolution related to the consolidation of any shares, exchange/transfer of shares, conversion of any security into equity security, or conversion of debt-instrument into shares of the Bank. |
| 11 | Substantial changes of rights of security-holders of the Bank. |
| 12 | Substantial investment of capital or change of objectives of the Bank. |
| 13 | Any other information as defined by the BSEC as PSI through various rules, regulations, circulars and directives. |
| 14 | Any information published by the BSEC in official gazette defining as PSI. |

List of Material Information (MI)

| SL. No. | Particulars |
|----------------|--|
| 1. | Significant/Material change of asset value or composition of assets of the company. |
| 2. | Any change related to the reservation of provision that is/were required (specially directed/changed) by the regulatory authority. |
| 3. | Any change related to the change of accounting policies of the Bank. |
| 4. | Information related to the benefits receivables by the investors against any corporate declaration or any other information of the Bank. |
| 5. | Change of dividend declaration policy of the Bank. |
| 6. | Demerger of any associates/subsidiaries of the Bank. |
| 7. | Restructuring or liquidation of any associates/subsidiaries of the Bank. |
| 8. | Change in the "Corporate Activities of the Bank by re-organization of capital or merger or demerger. |
| 9. | Proposal of acquiring control (take-over) of other company, or the proposal of acquiring internal services of the other company by the Bank. |
| 10. | Change in ownership structure that may affect the controlling ownership of the Bank. |
| 11. | Change of name and address, etc. of the Bank. |
| 12. | Significant development or change of technology, production or establishment of the Bank. |
| 13. | Significant agreement (new), production, patent, services, or changes of business of the Bank. |
| 14. | Recovery of the substantial amount of long-term bad debt of the Bank. |
| 15. | Change/ resignation/ termination of the Board of Directors, MD & CEO, Chief Financial Officer (CFO) & Company Secretary (CS) of the Bank. |
| 16. | Change of Statutory Auditor or Corporate Governance Compliance Auditor, Credit Rating Company of the Bank. |
| 17. | Any material verdict or order, initiation of legal proceedings, development of regulatory affairs issues, etc. |
| 18. | Change of category of listed security for the Bank in the stock exchange (s) or de-listing from the exchange(S). |
| 19. | Notable "Management Contract", "Investors Relation Agreement", "Service Agreement", or any agreement related to the Related Party Transaction that may affect the financial statement significantly. |
| 20. | Decision/ resolution related to the purchase or sale of any fixed asset, or BMRE or establishment of new unit. |
| 21. | Investment (loan) to and from intra-company or subsidiary or associated company or director of the Bank. |

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| 22. | Information related to the loan received or payment of advance (25% or higher) on the basis of Paid-up capital or net asset value (whichever is higher). |
| 23. | Giving/releasing of guarantees of any substantial assets. |
| 24. | Failure of payment of liability of any bank or lender or debt-instrument, for more than six (06) months. |
| 25. | Notable loan-agreement or foreign investment agreement. |
| 26. | Signing of any important agreement/ amendment or cancellation of agreement(s) that is/are signed in previous years. |
| 27. | Any event(s) that hamper(s) the reputation, loss/damage of any notable assets of the Bank. |
| 28. | Cancellation of any project or any material change/amendment of the project of the Bank. |
| 29. | Qualified Opinion submitted by the auditor, etc. |